

LIGHTHOUSE

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Introduction

Lighthouse Learning Private Limited, its subsidiaries, entities under control directly or indirectly (herein after referred as “the Company”) strives in line with its corporate principle with regard to its social commitment initiatives to create a bonding between people, society and nature and treats these factors as the key elements for its Corporate Social Responsibility (“CSR”) Activities.

The Companies Act, 2013 (“the Act”) brings an even greater emphasis on CSR with Rules that provide guidance on minimum CSR spend, reporting mechanism, review structure and reporting to the shareholders of the Company. A CSR Committee has been formed at the Board level to oversee CSR Activities of the Company.

Further to the above stated, the Board has approved this CSR Policy which has been formulated and proposed by the CSR Committee with an objective to outline its CSR focus areas, recommending the amount of CSR Expenditure, execution process, review & monitoring mechanism and reporting process to the Management and the Board of Directors of the Company. This CSR Policy intend to establish for both internal and external stakeholders, its philosophy, guiding principles and focus areas to promote in the arena of CSR. This Policy is a forward-looking document, which establishes the parameters and foundation upon which the CSR initiatives of the Company would be built.

This Policy (Vers. 2) is effective from August 03, 2021*.

2. Objectives

As a responsible corporate citizen and as part of its endeavor towards inclusive development of society and community at large, the Company recognizes the significance of the philosophy and the concept of CSR, which will add value to the operations and contribute towards the long term sustainability of the business and eventually, enhance the interests of the stakeholders and the society.

In pursuing the philosophy aforesaid, the Company will put efforts to make contribution towards society and nature. This will enable the Company to promote public purposes social responsibilities inclusive development of community and society environmental sustainability and ecological balance. The CSR initiatives, by the Company shall give preference to the local areas, which, however, will not directly relate to (i) the business of the Company and (ii) welfare of its employees.

3. Applicability

CSR Policy is applicable to the Company which are mandated with the CSR Expenditure obligations as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

**The amendment to the Policy (Version 3) as approved by Committee and Board of Directors is effective from 31st October, 2023.*

This Policy is applicable in verbatim to all entities directly or indirectly under control of the Company.

4. Statutes and legislations

While this Policy is the stated position of the Company in the area of CSR and finds its independent justification under the Objectives of the organization, it also has linkage to the regulatory requirements as prescribed under the Act and Rules established thereunder.

In that context, the Corporate Social Responsibility Policy is aligned and subject to the following legislations and Rules established thereunder (as amended from time to time):

- Section 135 of the Act;
- Companies (CSR Policy) Rules 2014;
- Schedule – VII of the Act;
- Companies (Amendment) Act, 2017;
- Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021;
- General circulars as issued by the Ministry of Corporate Affairs from time to time; and
- Amendments and other statutory provisions applicable from time to time

- 5.1. Administrative overheads:** means the expenses incurred by the company for ‘general management and administration’ of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.
- 5.2. Board:** means Board of Directors of the Company.
- 5.3. CSR:** means corporate social responsibility.
- 5.4. Companies Act or the Act:** shall mean the Indian Companies Act, 2013, along with amendments thereto.
- 5.5. CSR Activities:** shall mean the permissible CSR activities as per Schedule VII.
- 5.6. CSR Committee:** shall mean the CSR Committee of the Board instituted by the Company.
- 5.7. CSR Expenditure:** shall mean the CSR expenditure proposed under this Policy and providing the corpus amount in furtherance of this Policy.
- 5.8. Implementing Agency:** The CSR Activities may be undertaken by the Company directly Through the Implementation Agency. The entities which can be an implementing agency are as follows:
- a) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961),

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established by the company, either singly or along with any other company, or

- b) A company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- c) Any entity established under an Act of Parliament or a State legislature; or
- d) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

5.9. Net profit: means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:-
(i) any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
(ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act: Provided that in case of a foreign company covered under these rules, net profit means the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub-section (1) of section 381, read with section 198 of the Act.

5.10. Ongoing Project: means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification.

5.11. NGO: shall mean Non-Governmental Organization which are independent of Government involvement.

5.12. Rules: shall mean the rules prescribed under the Companies Act, as amended from time to time.

5.13. Schedule VII: shall mean the schedule VII under the Companies Act.

Words and expressions used and not defined hereinabove but defined in the Act and / or Rules shall have the same meanings respective assigned to them in the Act and / or Rules, as the case may be.

6. Principles and core elements

The Policy guidelines of CSR Activities entail the following basic principles and core elements and it is the intention of the Company to pursue and preserve the same all through. The principles are as follows:

- Care for all stakeholders including interaction with all stakeholders, sharing information relating to inherent risks and adopting countermeasures thereto;
- Ethical functioning through promotion of transparency, good governance practice;
- Respect for Workmen's Rights and Welfare including development of effective grievance redressal system, prevention of employment of child labour;

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T: +91 22 6156 5656 | CIN: U93000MH2009PTC196084

E-mail: company.secretary@lighthouse-learning.com

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- Respect for human rights;
- Respect for environment; and
- Activities for social development including education, skill building, health, cultural and social welfare particularly targeting at disadvantaged sections of society.

7. Role and responsibilities of CSR Committee Constitution

The CSR Committee of the Company shall be constituted from time to time in accordance with the Act and Rules made thereunder.

Following are the roles and responsibilities defined for CSR Committee:

- The modalities for execution of the CSR Activities / projects / programs, implementation schedule / monitoring process of projects / programs shall be prescribed by CSR Committee from time to time, as specified in Schedule VII;
- Formulate and recommend the CSR Policy to the Board for approval;
- Recommend the amount of expenditure to be incurred on CSR projects;
- Prepare a transparent monitoring mechanism for the implementation of the CSR projects;
- Report the status of activities or projects undertaken under the CSR Policy to the Board;
- Monitor the CSR Policy from time to time and recommend changes as and when necessary to the Board;
- Any other responsibility as assigned by the Board from time to time, under the Company Policy;
- Ensure compliance of all CSR Activities are valid for a legitimate purpose and performed in ethical and compliant manner, viz., in compliance with applicable laws and regulations and the Anti-Bribery and Anti-Corruption Policy, Third Party Management Policy or any other internal Policy on compliance; and
- Formulate and recommend Annual Action Plan in pursuance of CSR policy.

8. General guidelines

- The CSR programs and/ or activities defined in this Policy are illustrative and not exhaustive. Further, programs and/ or activities can be identified through review, evaluation and assessment by the CSR Committee from time to time.
- The Company may collaborate or pool resources with other companies to undertake CSR Activities and any expenditure incurred on these collaborative efforts would qualify for computing statutory CSR spending.
- Any of the stakeholders can interact; communicate with / to the CSR Committee members forwarding their recommendations / suggestions, for consideration by the CSR Committee.

9. Non-compliance

- 9.1. Any instance of non-adherence to this Policy/ any other observed unethical behavior on the part of those covered under this Policy should be brought to the attention of the Compliance Officer/Board of Directors. Additionally, the employees can confidentially report a violation of

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this Policy or potential violation of this Policy either in person or by email or letter to the Whistle Blower Administrator (*Details stated in Whistle Blower Policy*).

- 9.2.** Violations of this Policy will be dealt strictly. Any stakeholders found to be in violation of this Policy will be subject to disciplinary measures in accordance with the guidelines provided in the Disciplinary Action Matrix of the Company which shall be up to and including termination of services and/or legal proceedings.

10. Interpretation

Any matter not specifically covered under the above guidelines shall be referred to CSR Committee for necessary advice. In case of definitions being repeated in multiple policies, a more inclusive definition shall be considered. The interpretation of this Policy rests exclusively with the Company. The decision of the Company shall be final and binding.

Note:

The Company may revise this “Corporate Social Responsibility Policy” or implement such other policies or procedures as deemed suitable to conduct business in an ethical environment and comply with the Applicable Laws and regulations.

- a) *Details of the designated persons named in this Policy might change, and additional contacts may be included at the discretion of the Company’s Management. Any changes made in the Policy, or any matter related thereto, would be made by the CSR Committee and the same will be intimated and circulated to relevant stakeholders through proper channels*

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Annexure 1 - Annual Action Plan

I. List of CSR projects / programmes that are approved to be undertaken in areas / subjects specified in schedule vii of the act

In line with Schedule VII of the Act and the CSR Rules, The Company has identified areas for CSR Expenditure in multiple sections such as women empowerment, protection of art & culture, rural area development, education of under privileged students, healthcare, victims of natural calamities etc.

Refer Annexure 2 for details.

II. Manner of execution of projects / programmes

The CSR programs and/ or the activities so selected/ identified may be carried out by the Company through its officials, employees, representatives, Implementing Agency, any relevant forum/ platform/ organization etc. as may be decided by the CSR Committee.

CSR Project as may be identified will be required to be put up to the CSR Committee of the Board and the same shall be approved by the Board of Directors of the Company. It shall also have powers to classify or ratify any of the ongoing projects/activities as CSR for the purpose of this Policy and submit the same to the Board for approval. CSR Committee can pass circular resolutions to approve any CSR related matters, on an urgent need basis, as and when required.

A. Sanctioning authority

Board would be authorized in their meeting for sanctioning amount for any specific activity within the overall Ceiling Limit and/ or to delegate authority from time to time to the CSR Committee to allocate amount for any such specific activity within the overall Ceiling Limit.

B. Ceiling Limit

For each financial year, 2% of the average net profits (as defined in the Companies Act, 2013 and the applicable Rules there under) made during three immediately preceding financial years or such higher amount as may be resolved by the Board of Directors / Competent Authorities, as applicable.

C. Expenditure on CSR capabilities

The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

D. Surplus arising out of CSR initiatives

Surplus arising out of the CSR initiatives shall not form part of the business profits of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus

amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

E. Amount spent in excess of CSR obligation

If the amount spent by the Company on CSR activities in a Financial Year exceeds requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –

- a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any.
- b) the Board of the company shall pass a resolution to that effect

F. Mode of spending CSR

CSR Activities by Implementing Agency

It would include CSR Expenditure incurred by Implementing Agency from funds provided by the Company such as NGO, Trusts, Societies or Companies formed for charitable purposes.

Selection of Implementing Agency: The selection of a Implementing Agency shall be done in accordance with the existing or future Policy of the Company in this regard. Before engaging, a detailed third-party due diligence shall be conducted by the Compliance Officer on the Implementing Agency. The Compliance Officer must provide a due diligence report for each Implementing Agency referred to it. The due diligence report explaining the key findings and the reasons for any concerns identified including any negative information or red flags submitted to Ethics and Compliance Committee and CSR Committee. Both Ethics and Compliance Committee and CSR Committee will jointly approve/ reject the Implementing Agency.

G. Failure to spend CSR

In case the Company fails to spend the above targeted amount in that particular financial year, the Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year.

Until a fund is specified in Schedule VII for the purposes of subsection (5) and (6) of section 135 of the Act, the unspent CSR amount, if any, shall be transferred by the company to any fund included in schedule VII of the Act.

H. Miscellaneous

i. Political contributions:

A “political contribution” is a contribution (whether in cash or “in-kind” like property, services or other assets) to any political party, candidate for public office, political cause or political

Committee. The Company should make sure that no Political Contributions should be made by the Employees of Company on behalf of the Company or its affiliates.

ii. Other general guidelines to be followed before making charitable contributions:

- The Company must in all circumstances avoid charitable contributions or sponsorships that might be a disguised mechanism for bribes or other corrupt payments;
- All charitable contributions not exceeding INR 100,000 will require prior approval of the Compliance Officer. Any charitable contribution in excess of INR 100,000 will require prior approval of the Ethics and Compliance Committee;
- Compliance Officer/Ethics and Compliance Committee while approving the payment should scrutinize that : (a) the charity is a legitimate charity; (b) payment will not be diverted to or otherwise benefit the official or his or her relatives; (c) contribution is transparent and will be properly recorded in the financial records; (d) arrangement complies with all applicable laws; and (e) contribution is not given in exchange for a favorable decision by the requestor;
- Donations will not be made to specific entities or charities at the request of customers, governments or third parties; and
- All charitable contributions given to third parties must be recorded in a separate Charitable Contribution register to be maintained by the Compliance Officer. The following details shall be captured in the register:
 - Date of charitable contribution given;
 - Name of the recipient;
 - Details and value of charitable contribution made;
 - Basis of charitable contribution given (statutory compliance or voluntary contribution); and
 - Approver of charitable contribution.

III. Monitoring and reporting mechanism for the project / programmes

Monitoring process:

The CSR Committee shall develop methods to monitor the end utilization of funds and mechanism to identify and analyze unusual trends and patterns in payments, the ultimate beneficiary of funds etc. CSR Committee will keep records for utilization of grant including but not limited to:

- Due diligence reports on Implementing Agency;
- Note on expertise and resources that Implementing Agency brings to the proposed role they will undertake;
- Clear action/work plan for utilization of grant subdivided by stages of execution;
- Utilization certificate from Implementing Agency with detail of expenditure incurred with 30 days of execution of every stage; and
- Proof of utilization like invoices, approvals, utilization reports and end beneficiaries.

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Reporting by CSR Committee:

- The CSR Committee shall refer all instances wherever a risk is identified or a non-compliance is observed to the Ethics and Compliance Committee for further investigation.
- The CSR Committee shall submit its report within 3 months to Board giving status of the CSR Activities undertaken, CSR Expenditure incurred, and such other details as may be required by the Board, in accordance with applicable laws. The format of the Report shall be as prescribed under the CSR Rules and as amended from time to time.

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Annexure 2 – Identified areas for CSR Expenditure

| Scope | Purpose | Activity | Events / Areas / Modalities | |
|--|------------------------------------|--|--|---|
| Donation/ Contribution/ Promotion/ Facilitation | ▪ Contributions for public purpose | ▪ Promoting gender equality / Reducing inequalities among different social groups etc. | Promoting gender equality and empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care center and such other facilities for senior citizens and measures for reducing inequalities faced by the socially and economically backward groups. | |
| | | ▪ Promoting utility services of mass use | Bus for mass transport, Shed at Bus Stop, etc. Street lighting, Beautification of parks etc. | |
| | | ▪ Protection / restoration of National heritage / promotion of art and culture etc. | Protection of National Heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts. | |
| | | ▪ Safe Drinking water and cleanliness | Contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga. | |
| | | ▪ Rural area development | Rural development projects and Slum area Development | |
| | ▪ Contributions for social purpose | ▪ Enhancement of Education / Knowledge / Academics / Skill Building / Training | | Sponsor under privileged and / or distressed students with brilliance for Higher Studies or for training and provide Scholarship for those students with distinct brilliance. |
| | | | | Sponsor Educational Institution / Vocational Training Institution promoting skill building activities / education / special education for distressed people / children / women / elderly and the differently abled and livelihood enhancement projects etc. |
| | | | Sponsor Conference / Seminar of relevance | |

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| | | | Contributing to rural development projects |
| | | <ul style="list-style-type: none"> Facilitating Sports & Cultural activities | Sponsor Sports & Games of national, state level, regional significance, Paralympic and Olympic sports |
| | | | Cultural Events |
| | | <ul style="list-style-type: none"> Facilitating Health & Hygiene initiatives / Eradicating hunger and poverty etc. | Support to Eye Camp, Pulse Polio campaign. Health Checkups & Blood Donation camp organized through relevant agencies / authorities etc. |
| | | | Support Conference promoting awareness of Health & Hygiene |
| | | | Eradicating hunger and poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water |
| | | <ul style="list-style-type: none"> Facilitating Environment Protection and promoting Sustainable Development | Plantation & Forestation initiatives and / or other relevant identified programs / projects including projects initiated by / through relevant forums / platforms etc. for maintaining ecological balance, conservation of natural resources and maintaining quality of soil, air and water. |
| | | <ul style="list-style-type: none"> Support to combat natural calamity | Victims of Flood, Earthquake, Cyclone and other National Calamities |
| | | <ul style="list-style-type: none"> Measures for benefit of armed forces | Measures for benefit of armed forces veterans, war widows and their dependents |
| | <ul style="list-style-type: none"> Contributions for charitable purpose | <ul style="list-style-type: none"> Donations for upliftment of under privileged | Through renowned / prescribed organization(s) as may be contemplated / indicated in the applicable regulations / Rules relating to CSR from time to time, having an established track record of at least three years in the related field. |
| | | <ul style="list-style-type: none"> Donations for noble cause | Support to individual/community/ section who achieved distinction at National level but now in distress |

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| | | | Medical amenities like Ambulance, X-ray machine or any such medical kits |
| | | | Contribution to the Prime Minister's National Relief Fund or any other and fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women |